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Attorney for Defendants

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
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VIAONE TECHNOLOGIES, INC.

Civil No. 06 Civ 12983 (RCC)

Plaintiff

DECLARATION OF DANIEL D. ELY IN
SUPPORT OF DEFENDANTS' MOTION
TO STAY PROCEEDINGS AND
COMPEL ARBITRATION

-against-

MR. PREPAID, INC., et al.

Defendants
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DANIEL D. ELY hereby declares under the penalties of perjury as follows and states:

1. My name is Daniel D. Ely. I am over 18 years old, of sound mind, and I am capable of making this declaration. I have personal knowledge of the facts set forth herein, and, if called to testify, I could and would do so competently and under oath.

2. I am the president of Defendant, Mr. Prepaid, Inc. ("Mr. Prepaid"). Based on my duties and responsibilities, I have personal knowledge of the facts set forth herein, or I have knowledge of such facts by reference to documents and records maintained by Mr. Prepaid in the ordinary course of business. I submit this declaration in support of Defendants' motion to stay proceedings and compel arbitration and in order to put before the Court the documents which confirm that Plaintiff agreed to arbitrate the claim in its Complaint.

3. A true and correct copy of the Complaint, dated November 7, 2006, is attached hereto as Exhibit A.

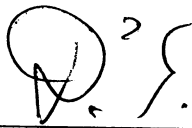
4. A true and correct copy of the Airtime Gateway Agreement, dated July 29, 2005, by and between Plaintiff, VIAONE TECHNOLOGIES INC. ("VIAONE") and Mr. Prepaid is attached hereto as Exhibit B.

5. A true and correct copy of the Guaranty Agreement, dated July 27, 2005, by Daniel D. Ely in favor of VIAONE is attached hereto as Exhibit C.

6. Both Mr. Prepaid and VIAONE have operated under the terms of the Agreement since July, 2005.

I declare under penalties of perjury that the foregoing is true and correct.

Date: December 6, 2006
Baltimore, Maryland

By: 

Daniel D. Ely